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October 20, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423



RECORDATION NO. 21077 FILED

OCT 21 '98

10-02AM

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 21 10 02 AM '98

Dear Janice,

Enclosed is an original plus 1 copy, both notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and the following:

- 1) Central Soya Company, Inc. with 150 railcars (return 1 copy)
- 2) Central Soya Company, Inc. with 91 railcars (return 1 copy)
- 3) Central Soya Company, Inc. with 109 railcars (return 1 copy)

Please note: These filings are pursuant to Memorandum of Lease 21077 filed 12/17/97.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

OCT 21 '98

10-02 AM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30th day of September 1998 is made by Central Soya Company, Inc., a Indiana corporation, with an address at 1946 West Cook Road, Ft. Wayne, IN 46801 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the ^{December 3, 1997} date hereof covering the equipment listed on Schedule 04 hereto (the "Equipment"); pursuant to a Memorandum of Lease filed with the Surface Transportation Board on December 17, 1997 as recordation no. 21077.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]
Name: LAWRENCE LITTLEFIELD
Title: Vice President

CENTRAL SOYA COMPANY, INC.,

By: [Signature]
Name: JOHN L. BRATTEN
Title: VICE PRESIDENT, TRANSPORTATION

STATE OF Indiana)

) SS:

COUNTY OF Allen)

On this 22nd day of September, 1998 before me personally appears John L. Bratten, to me personally known, who by me duly sworn, says that he/she is the Vice President, Transportation of CENTRAL SOYA COMPANY, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Thomas A. Schwartz
Notary Public

THOMAS A. SCHWARTZ

Residence County: Allen

[SEAL]

My Commission expires: August 6, 2006

STATE OF NEW YORK)

) SS:

COUNTY OF NEW YORK)

On this 30th day of September, 1998 before me personally appears Lawrence Littlefield, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Comm. Expires Sept. 3, 1998
2000

SCHEDULE 04

1	CEFX 10868	37	CEFX 10960	73	CEFX 11085
2	CEFX 10869	38	CEFX 10964	74	CEFX 11086
3	CEFX 10870	39	CEFX 10966	75	CEFX 11087
4	CEFX 10873	40	CEFX 10968	76	CEFX 11088
5	CEFX 10875	41	CEFX 10971	77	CEFX 11089
6	CEFX 10876	42	CEFX 10982	78	CEFX 11090
7	CEFX 10877	43	CEFX 10985	79	CEFX 11091
8	CEFX 10878	44	CEFX 11047	80	CEFX 11092
9	CEFX 10880	45	CEFX 11051	81	CEFX 11093
10	CEFX 10905	46	CEFX 11054	82	CEFX 11094
11	CEFX 10906	47	CEFX 11059	83	CEFX 11095
12	CEFX 10907	48	CEFX 11060	84	CEFX 11096
13	CEFX 10910	49	CEFX 11061	85	CEFX 11097
14	CEFX 10918	50	CEFX 11062	86	CEFX 11098
15	CEFX 10921	51	CEFX 11063	87	CEFX 11099
16	CEFX 10922	52	CEFX 11064	88	CEFX 11100
17	CEFX 10923	53	CEFX 11065	89	CEFX 11101
18	CEFX 10924	54	CEFX 11066	90	CEFX 11102
19	CEFX 10925	55	CEFX 11067	91	CEFX 11103
20	CEFX 10930	56	CEFX 11068	92	CEFX 11104
21	CEFX 10933	57	CEFX 11069	93	CEFX 11105
22	CEFX 10935	58	CEFX 11070	94	CEFX 11106
23	CEFX 10936	59	CEFX 11071	95	CEFX 11107
24	CEFX 10937	60	CEFX 11072	96	CEFX 11108
25	CEFX 10939	61	CEFX 11073	97	CEFX 11109
26	CEFX 10943	62	CEFX 11074	98	CEFX 11110
27	CEFX 10944	63	CEFX 11075	99	CEFX 11111
28	CEFX 10946	64	CEFX 11076	100	CEFX 11112
29	CEFX 10947	65	CEFX 11077	101	CEFX 11113
30	CEFX 10948	66	CEFX 11078	102	CEFX 11114
31	CEFX 10949	67	CEFX 11079	103	CEFX 11115
32	CEFX 10950	68	CEFX 11080	104	CEFX 11116
33	CEFX 10951	69	CEFX 11081	105	CEFX 11117
34	CEFX 10955	70	CEFX 11082	106	CEFX 11118
35	CEFX 10956	71	CEFX 11083	107	CEFX 11119
36	CEFX 10958	72	CEFX 11084	108	CEFX 11120
				109	CEFX 11121